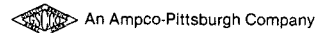


Edward H. Moores  
Vice President Legal and Secretary  
V. P. Gottschall  
General Attorney and Asst. Secretary  
John R. Young  
Attorney; Vice Pres. Administration &  
Asst. Secretary  
Robert F. Schultz  
Attorney

Greenville Steel Car



700 Porter Building, Pittsburgh, Pennsylvania 15219 (412) 471-6950

November 12, 1982

RECORDATION NO. 11628-A Filed 1423

2-319A085

Interstate Commerce Commission  
Office of the Secretary  
Washington, D.C. 20423  
INTERSTATE COMMERCE COMMISSION

No. NCV 15 1982  
Date .....  
Fee \$ 20.00.....

ICC Washington, D. C.

Please deliver directly to Mildred Lee, Room 2303

Dear Sir:

Enclosed for filing and recording pursuant to U.S.C. §11303 are two executed counterparts of an Assignment dated as of December 31, 1980, between the following parties:

Assignor: Greenville Steel Car Company  
Greenville, PA 16125

Assignee: Greenville Leasing Company  
Greenville, PA 16125

The Assignment relates to the railroad equipment described below, and to the Assignor's interest as Lessor in the following lease pertaining to said equipment, which was recorded with the Interstate Commerce Commission as set forth below:

<u>Description of Equip- ment and Road Nos.</u>	<u>Name of Lessee</u>	<u>Date and Hour of Recording</u>	<u>Recordation Number</u>
100 All Steel 100-Ton Triple Hopper Cars, AAR Mechanical Designation HT, Road Nos. LEF3981 to 4080, inclusive	LEF&C Leasing Company Incor- porated	April 4, 1980 12:40 P.M.	11628

The recordation fee of \$20 for this Assignment is included in the \$80 check enclosed with the Assignment of the Lease having Recordation Number 11629.

After recording of the document, please return one counterpart showing recordation to John R. Young, 700 Porter Building, Pittsburgh, PA. 15219.

Very truly yours,

*John R. Young*  
John R. Young,  
Vice President

/ro

Enclosures

RECEIVED  
NOV 15 3 11 PM '82  
FEE COLLECTION BR

ASSIGNMENT  
OF  
LEASE OF RAILROAD EQUIPMENT

REGISTRATION NO. 11628-A Filed 1425

NOV 15 1982-3 40 PM

INTERSTATE COMMERCE COMMISSION

THIS ASSIGNMENT, dated as of December 31, 1980, by and between GREENVILLE STEEL CAR COMPANY (GREENLEASE COMPANY DIVISION), a Pennsylvania corporation (the "Assignor"), and GREENVILLE LEASING COMPANY, a Delaware corporation (the "Assignee")

WHEREAS, the Assignor and LEF&C Leasing Company Incorporated, a Pennsylvania corporation (the "Lessee"), heretofore entered into a Lease of Railroad Equipment dated as of February 2, 1980 (the "Lease"), whereby the Assignor leased to the Lessee 100 All Steel 100-ton Triple Hopper Cars, Road Nos. LEF 3981 to 4080, both inclusive (the "Cars"); and

WHEREAS, the Assignor desires to assign its interest in the Lease and its interest in the Cars to the Assignee, as hereinafter set forth.

NOW THEREFORE, in consideration of the premises, and other good and valuable consideration the receipt of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, do agree as follows:

1. Effective as of December 31, 1980 Assignor hereby assigns, transfers and sets over unto the Assignee:

- (a) All the Assignor's right, title and interest, powers, privileges and other benefits under the Lease, which shall arise or accrue after December 31, 1980; and
- (b) All the Assignor's right, title and interest in the Cars.

Assignor further agrees to execute and deliver such instrument or instruments, confirming the transfer of title to the Cars to the Assignee, as Assignee may reasonably request.

- 2. Assignee hereby accepts the foregoing assignment, recognizes Lessee's right to continued and uninterrupted possession of the Cars upon compliance with the terms of the Lease, and assumes and undertakes to perform all the obligations of Assignor as the Lessor under the Lease.
- 3. For purposes of paragraph 17 of the Lease, Assignee's address as Lessor shall be as follows:

Greenville Leasing Company  
Greenville, Pennsylvania 16125

- 4. All the terms, covenants and provisions of the Lease shall continue in full force and effect precisely as before.
- 5. This Assignment may be simultaneously executed in two or more counterparts each of which when so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused these

presents to be signed and their respective corporate seals to be duly attested as of the day and year first above written.

Attest:

R. L. Johnson  
Assistant Secretary

[Corporate Seal]

GREENVILLE STEEL CAR COMPANY  
(GREENLEASE COMPANY DIVISION)

By J. T. Egbert  
Vice President

Attest:

R. L. Johnson  
Assistant Secretary

[Corporate Seal]

GREENVILLE LEASING COMPANY

By J. T. Egbert  
Vice President

COMMONWEALTH OF PENNSYLVANIA        )  
  )  
COUNTY OF MERCER                        )    ss:

On this 8th day of November, 1982 before me personally appeared J. J. Egbert, to me personally known, who being duly sworn, says that he is a Vice President of Greenville Steel Car Company, a Pennsylvania corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Leora Smith  
Notary Public

LEORA SMITH, Notary Public  
GREENVILLE, MERCER COUNTY  
My Commission Expires March 18, 1985

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF MERCER

)  
)  
) ss:

On this 8th day of November, 1982 before me personally appeared J. J. Egbert, to me personally known, who being duly sworn, says that he is a Vice President of Greenville Leasing Company, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Leora Smith  
Notary Public

LEORA SMITH, Notary Public  
GREENVILLE, MERCER COUNTY  
My Commission Expires March 18, 1985

[Notarial Seal]